

Exhibit D



UNITED STATES | ENGLAND | GERMANY | CHINA

MICHAEL B. FISCO
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September 3, 2008

CONFIDENTIAL SETTLEMENT COMMUNICATION

Sterling A. Brennan, Esq.
L. Rex Sears, Esq.
WORKMAN | NYDEGGER
1000 Eagle Gate Tower
60 East South Temple
Salt Lake City, Utah 84111

VIA EMAIL AND U.S. MAIL

Re: *Finisar Corporation v. U.S. Bank Trust National Association*
S.C.C.S.C. Case No. 2007-107CV081092
N.D. Cal. Case No. 5:07-CV-04052-JF(PVT)

Dear Sterling and Rex:

You requested that we provide you with the current amount of the indenture trustee's unpaid fees and expenses. We have enclosed the trustee's invoice, which includes the fees and expenses incurred by its professionals (Faegre & Benson LLP and Morrison & Foerster LLP), from December 1, 2007 through July 31, 2008. We have also enclosed the underlying invoices of the trustee's professionals during such period. Those invoices have been redacted, as necessary.

The total amount of the trustee's unpaid fees and expenses for the period from December 1, 2007, through July 31, 2008, is \$726,092.95. Finisar previously paid the trustee through November 30, 2007. We will update the trustee's invoice with the fees and expenses incurred by it and by its professionals during August 2008, as soon as that information is available. We anticipate that the August fees and expenses will be approximately \$35,000.

As we discussed, in light of the court's ruling, if Finisar agrees to pay the outstanding fees and expenses in full, U.S. Bank will agree to dismissal of all pending litigation with prejudice and without further fees or costs to either party.

Please let us know if this proposal is acceptable.

Sincerely,
A handwritten signature in black ink, appearing to be "Michael B. Fisco", written over a circular stamp.
Michael B. Fisco

Enclosures

cc: Diana Jacobs
Abby E. Wilkinson, Esq.

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